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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WISCONSIN

In re:

Quality Candy Shoppes/Buddy Squirrel of Wisconsin, Inc.,
Debtor.

Case No. 10-20464-mdm
Chapter 11

REPORT OF AUCTION

The auction ordered by the Court was held commencing at 10:00 a.m. at the Milwaukee Athletic Club, in Milwaukee, Wisconsin on May 10, 2010. The attendees at the auction are delineated in the attached attendance sheet. After opening statements by counsel for the Debtor, and Margaret Gile, President of the Debtor, it was announced that a stalking horse bid in the amount of Two Million Two Hundred Thousand Dollars (\$2,200,000.00) was received from Quality Squirrel Acquisition, LLC. Along with the Asset Purchase Agreement for \$2,200,000.00, the Debtor received a good faith deposit of \$220,000.00 (10% of the purchase price), and satisfactory evidence of the financial wherewithal of the purchaser.

The stalking horse bid then was thrown out to the other attendees who were notified that the next highest bid had to be at least \$100,000.00 more than the stalking horse bid. After throwing the stalking horse bid out for competing bids, there were no further competing bids, and Quality Squirrel Acquisition, LLC was the successful bidder.

Dated this 10 day of May, 2010.

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Jonathan V. Goodman

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Attendance Sheet 5/10/10 Quality Land

John F. Crayne Maroon Bells

Jon Friedland for Maroon Bells

Dave Reynolds Maroon Bells

Len DeFranco Chocolate Fantasies Inc

Pat Howell, WLD

Justin Sodenster, WLD

Matt Korkas, Hiram ND

Mark Koellman, Hiram ND

STEPHEN SMITH - General Growth Properties - Mayfair

TREVOR D'SOUZA, QSA LLC

KATHRYN M. BUONO, QUARLES & BRADY LLP FOR QSA, LLC

JOHN T. BYRNES, QSA, LLC

Richard T Koenigs QSA, LLC

MARGARET GILE @CBS

Samuel Hope @CBS

JOSHUA BENTIVE ACACIA GROWTH LLC

JACQUELINE H JESTED WALLERLY + ZIMMERMAN, SC

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